

SERFF Tracking Number: PRUD-127782273 State: Arkansas
 Filing Company: The Prudential Insurance Company of America State Tracking Number: 50446
 Company Tracking Number: PRGA-ALC-403-GIA-ASP-SR-AR
 TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium
 Product Name: ALC-403-GIA-ASP
 Project Name/Number: ALC-403-GIA-ASP/ALC-403-GIA-ASP

Filing at a Glance

Company: The Prudential Insurance Company of America

Product Name: ALC-403-GIA-ASP

SERFF Tr Num: PRUD-127782273 State: Arkansas

TOI: A02G Group Annuities - Deferred Non-variable

SERFF Status: Closed-Approved- State Tr Num: 50446
 Closed

Sub-TOI: A02G.002 Flexible Premium

Co Tr Num: PRGA-ALC-403-GIA- State Status: Approved-Closed
 ASP-SR-AR

Filing Type: Form

Reviewer(s): Linda Bird

Authors: Dan Arcure, Anna Disposition Date: 01/05/2012

Caravella, Kenneth Costello, Elaina

Ditillo, Susan Eckler-Kerns, Mary

Figured, Jessica Frazier, Henry

Hom, Timothy Hopkin, Ann Jadro,

Jessica Kaimo, Laurie Kaszuba,

Lois Kelly, Thuan Witte, Kelli

Gaughan, Corinne Trichilo, James

Malloy, Samantha Michaud, Karen

Mooney, Leigh Ann Potter, David

Rauschenberger, Suzi Roe, Jessica

Roman, Lynn Vega, John Blodgett,

Kara Vellucci, Laurie Alapick,

Gregory Orban, Michelle Cota, Erin

Laurent, Laura Davies, Tom

DeFressine, Kimberly DiGiovanni,

Christine Cerep, Patti Schuldenfrei

Date Submitted: 12/09/2011

Disposition Status: Approved-Closed

Implementation Date Requested: On Approval

Implementation Date:

State Filing Description:

General Information

Project Name: ALC-403-GIA-ASP

Status of Filing in Domicile: Not Filed

Project Number: ALC-403-GIA-ASP

Date Approved in Domicile:

Requested Filing Mode: Review & Approval

Domicile Status Comments: Not required

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Project Name/Number: ALC-403-GIA-ASP/ALC-403-GIA-ASP
Explanation for Combination/Other: Market Type: Group
Submission Type: New Submission Group Market Size: Small and Large
Group Market Type: Discretionary Overall Rate Impact:
Filing Status Changed: 01/05/2012
State Status Changed: 01/05/2012 Deemer Date:
Created By: Kelli Gaughan Submitted By: Suzi Roe
Corresponding Filing Tracking Number: PRGA-ALC-403-GIA-ASP-SR-AR
Filing Description:
Re: The Prudential Insurance Company of America

Out-of-State Discretionary Group Filing of Deferred Fixed Annuity Certificate Form:
ALC-403-GIA-ASP (the "Certificate Form")

We submit for approval on an Out-of-State basis, the above-referenced group deferred fixed annuity Certificate Form. This Certificate Form is new and does not replace any other forms previously filed with the Department.

This Certificate Form will be issued to Arkansas residents in connection with Group Master Contract Form DC-403-GIA-ASP, issued to a discretionary group trust situated in the State of Pennsylvania. The group was approved by the Pennsylvania Insurance Department on October 25, 2011. Section 5.2 of Pennsylvania Insurance Code 40 P.S. § 532.1 is the regulatory basis that we are utilizing to define the group to which the referenced annuities will be sold.

For purposes of this submission, we define the "group" as clients of ASPIRE Financial Services LLC ("ASPIRE"), which are public school systems (1) sponsoring tax deferred annuity programs meeting the requirements of Section 403(b) of the Internal Revenue Code and (2) electing to make the Contract available as an investment option under their programs. ASPIRE provides participant recordkeeping and other services to such programs. Prudential intends to establish a group trust, issued to its affiliate Prudential Trust Company, under which Prudential Trust Company will hold three master group contracts covering this group. Each contract will cover eligible employees of a specific group of employers, based on the expense characteristics of their plans. Participants who elect to invest in the applicable contract will receive the submitted Certificate Form.

The enclosed Certificate Form has not been submitted to our domicile State, New Jersey, as this Certificate Form is exempt from filing under New Jersey Insurance Law.

Group annuity forms are considered deregulated by the Pennsylvania Insurance Department. Therefore, although this Certificate Form was included as supporting documentation when we submitted the group for approval, it was not filed with the Pennsylvania Insurance Department.

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Enclosed is the Memorandum of Variability for this Certificate Form, which describes the manner in which the bracketed, variable material may change. This Certificate Form, when issued, may vary in format and company logo.

The Readability Certification for the Certificate Form is enclosed with this filing.

Please note that our domicile state, New Jersey, does not charge a filing fee. Therefore, retaliatory filing fees are not applicable.

If you have any questions regarding this filing, please contact me at 570-341-6182.

Company and Contact

Filing Contact Information

Daniel T. Arcure, Second Vice President Daniel.Arcure@Prudential.com
 Prudential 570-341-6182 [Phone]
 30 Scranton Office Park 570-340-4639 [FAX]
 Scranton, PA 18507-1789

Filing Company Information

The Prudential Insurance Company of America CoCode: 68241 State of Domicile: New Jersey
 751 Broad Street Group Code: 304 Company Type: Life
 Newark, NJ 07102-3777 Group Name: State ID Number:
 (973) 802-6000 ext. [Phone] FEIN Number: 22-1211670

Filing Fees

Fee Required? Yes
 Fee Amount: \$50.00
 Retaliatory? No
 Fee Explanation: 1 certificate form at \$50.00
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
The Prudential Insurance Company of America	\$50.00	12/09/2011	54403813

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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Linda Bird	01/05/2012	01/05/2012

Objection Letters and Response Letters

Objection Letters				Response Letters		
Status	Created By	Created On	Date Submitted	Responded By	Created On	Date Submitted
Pending Industry Response	Linda Bird	12/14/2011	12/14/2011	Suzi Roe	01/05/2012	01/05/2012

SERFF Tracking Number: *PRUD-127782273* *State:* *Arkansas*
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Product Name: *ALC-403-GIA-ASP*
Project Name/Number: *ALC-403-GIA-ASP/ALC-403-GIA-ASP*

Disposition

Disposition Date: 01/05/2012

Implementation Date:

Status: Approved-Closed

Comment: The Department will not require the completion of the Questionnaire for Association/Discretionary Groups on this submission.

Rate data does NOT apply to filing.

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Product Name: ALC-403-GIA-ASP

Project Name/Number: ALC-403-GIA-ASP/ALC-403-GIA-ASP

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification		Yes
Supporting Document	Application		No
Supporting Document	Life & Annuity - Actuarial Memo		No
Supporting Document	Memorandum of Variability		Yes
Supporting Document	Actuarial Memorandum		No
Form	ALC-403-GIA-ASP		Yes

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Objection Letter

Objection Letter Status Pending Industry Response
Objection Letter Date 12/14/2011
Submitted Date 12/14/2011
Respond By Date 01/16/2012

Dear Daniel T. Arcure,

This will acknowledge receipt of the captioned filing.

Objection 1

Comment: The filing requires the completion of the Questionnaire for Association/Discretionary Groups. The form is on the Life and Health web site under Associations.

A.C.A. 23-79-109(1)-(5) sets forth the procedure by which filings may be deemed approved upon the expiration of certain time periods with no affirmative action by the commissioner. If the commissioner determines that additional information is needed to make a decision regarding approval, such request for information will be made to the company. The filing will not be considered complete until said additional information is received. The time periods set forth in this statute will not begin to run until the filing is complete.

Please feel free to contact me if you have questions.

Sincerely,
Linda Bird

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Project Name/Number: ALC-403-GIA-ASP/ALC-403-GIA-ASP

Response Letter

Response Letter Status Submitted to State
Response Letter Date 01/05/2012
Submitted Date 01/05/2012

Dear Linda Bird,

Comments:

"Pursuant to your telephone conversation with Lois Kelly from our Compliance Unit on January 4th, please confirm that completion of the Arkansas Questionnaire for Association/Discretionary Groups would be necessary for an out-of-state discretionary group trust situated in Pennsylvania.

We request confirmation because the questionnaire does not seem to be relevant to an out-of-state discretionary group trust (most of our answers would be "no" or "not applicable"), plus, we have never before received this request for an out-of-state filing.

As mentioned in the Filing Description, the discretionary group was approved by the situs state, Pennsylvania, on Oct. 25, 2011. Section 40 P.S. s 532.1 of the Pennsylvania Insurance Code has similar requirements to section 23-83-107 of the Arkansas Insurance Code ("Requirements for other group policies").

Also, we are attaching a copy of the Actuarial Memorandum sent to Pennsylvania. It may be helpful for your review.

Thank you very much for your consideration of this request. "

Response 1

Comments: Actuarial Memorandum is attached under the supporting documentation tab for your review.

Related Objection 1

Comment:

The filing requires the completion of the Questionnaire for Association/Discretionary Groups. The form is on the Life and Health web site under Associations.

Changed Items:

Supporting Document Schedule Item Changes

Satisfied -Name: Actuarial Memorandum

Comment: Attached.

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Project Name/Number: *ALC-403-GIA-ASP/ALC-403-GIA-ASP*

No Form Schedule items changed.

No Rate/Rule Schedule items changed.

Sincerely,

Ann Jadro, Anna Caravella, Christine Cerep, Corinne Trichilo, Dan Arcure, David Rauschenberger, Elaina Ditillo, Erin Laurent, Gregory Orban, Henry Hom, James Malloy, Jessica Frazier, Jessica Kaimo, Jessica Roman, John Blodgett, Kara Vellucci, Karen Mooney, Kelli Gaughan, Kenneth Costello, Kimberly DiGiovanni, Laura Davies, Laurie Alapick, Laurie Kaszuba, Leigh Ann Potter, Lois Kelly, Lynn Vega, Mary Figured, Michelle Cota, Patti Schuldenfrei, Samantha Michaud, Susan Eckler-Kerns, Suzi Roe, Thuan Witte, Timothy Hopkin, Tom DeFressine

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TOI: A02G Group Annuities - Deferred Non-variable Sub-TOI: A02G.002 Flexible Premium

Product Name: ALC-403-GIA-ASP

Project Name/Number: ALC-403-GIA-ASP/ALC-403-GIA-ASP

Form Schedule

Lead Form Number: ALC-403-GIA-ASP

Schedule Item Status	Form Number	Form Type	Form Name	Action	Action Specific Data	Readability	Attachment
	ALC-403-GIA-ASP	Certificate	ALC-403-GIA-ASP	Initial		45.000	ALC-403-GIA-ASP.pdf

**The Prudential
Insurance Company
of America**

**Corporate Address:
The Prudential Insurance Company
of America
Prudential Plaza
Newark, New Jersey 07102**

Prudential issues this CERTIFICATE to persons for whom Contributions are made under its Group Annuity Contract for tax-sheltered annuity plans which meet the terms of §403(b) of the Internal Revenue Code.

Your coverage under the Contract, as described in this Certificate, is effective on the first day on which Prudential has received from you a properly completed request to participate in the Contract, and the Contract has been signed by the Contractholder.

Contractholder: ^A [Prudential Trust Company, as Trustee of the Aspire 403(b) Annuity Trust]	
Plan: The tax-deferred annuity program sponsored by your employer, which has elected to make the contract available as an investment option.	Group Annuity Contract Number: ^A [GA-]
Interest Rate (Guaranteed Interest Account): You will be notified of the Interest Rate which applies under the Contract.	
Contract Effective Date: ^A [January 1, 19XX]	Jurisdiction: Pennsylvania

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This Certificate provides you with important information concerning your tax-sheltered annuity under Section 403(b) of the Internal Revenue Code (the “Code”).

Contributions

Your contributions to your account invested in the Guaranteed Interest Account under the Contract. Your elective deferrals to the Contract, for any tax year, may not exceed the limitations imposed by Code Sections 401(a)(30) and 402(g).

Guaranteed Interest Account

The Guaranteed Interest Account guarantees both your principal and interest. The interest rate changes semi-annually. You will be notified of each interest rate change. Each interest rate set under the Contract will always be greater than or equal to the average of the five (5) year Constant Maturity Treasury rates reported by the Federal Reserve over the preceding (13) months of the fifteen (15) month period immediately preceding the date on which such Declared Interest Rate is effective, rounded to the nearest .05% and reduced by 1.25% (the “Minimum Rate”), provided that such Minimum Rate will not be less than 1.00%, nor greater than 3.00%.

Withdrawals

You may make Withdrawals from your balance maintained under the Contract. For purposes of the Contract, Withdrawals include benefit payments and transfers to other investment options under your Plan. Withdrawals may be limited as follows:

Withdrawals will be permitted to the extent that Withdrawals by all Participants with a balance under the Contract do not exceed, in any calendar year, fifteen percent (15%) of the total dollar amount under the Contract as of the first day of the year in which the Withdrawals occur. If amounts withdrawn exceed fifteen percent (15%) of the total dollar amount of the amount under the Contract, we reserve the right to restrict future withdrawals and transfers. Such restriction will not apply to Withdrawals for Benefit Payments, described below.

Withdrawals for Benefit Payments

Amounts may be withdrawn from the Contract to provide benefits to the extent permitted under the terms of the Plan. Such benefit payments may be made for reasons including, but not limited to, your retirement, severance from employment, death, disability, hardship, minimum required distributions under Code Section 401(a)(9), loans or in-service withdrawal after age 59 1/2. Benefits may also include such other payments made pursuant to the Plan provisions as agreed to by Prudential in accordance with Prudential’s existing administrative practices. We will also make minimum distribution payments to Participants consistent with Section 401(a)(9) of the Code.

Withdrawals at Termination of Contract

A total Withdrawal of the entire Guaranteed Interest Account, in conjunction with a termination of the Contract by Prudential for cause, may be subject to a surrender charge of ^B[10%].

Distributions

You may elect to withdraw your account, in connection with a distribution under your Plan, in any of the following forms, to the extent not contrary to the terms of the Plan:

- (1) a lump sum;
- (2) an annuity form as described in the “Terms of Payment of Annuities” provision;
- (3) any other settlement method or combination of methods to which Prudential consents.

The annuity purchase rates will be no less favorable to you than those used under similar Prudential group annuity contracts. Any benefit payments made will meet the requirements of Code Section 403(b)(10) and its regulations.

Beneficiary

You may, if permitted by law, direct that Prudential pay any benefit under the Contract directly to your Beneficiary or other designated payee. Payments in annuity form will be governed by the annuity certificate.

Report

You will receive a ^C[quarterly] statement of the financial activity within your account under the Contract.

Limit on Assignment

Your rights and responsibilities under the Contract may not be assigned without Prudential’s written consent.

Changes by Agreement

This Certificate reflects your rights under the Group Annuity Contract between Prudential and the Contractholder. The Contract may be changed at any time by agreement between the Contractholder and Prudential. The changes will be effective upon notice. Any change made to the Contract will be consistent with applicable state law.

Contract Termination

Prudential may terminate the Contract ^D[sixty days] after providing notice. The termination of the Contract will not affect any annuities purchased under the Contract. The Contract will continue to apply to amounts that remain in your account. A Surrender Charge may apply if all amounts under the Contract are withdrawn in connection with a Contract Termination. See Withdrawals at Termination of Contract, above.

Terms of Payment of Annuities

If you elect a distribution in annuity form, all or a portion of the dollar amount of your account, as specified by you, will be applied to purchase an annuity in accordance with the attached schedule. The monthly amount of annuity is determined from the schedule of purchase rates for that annuity.

You will receive a Certificate upon your choice of purchase of a form of annuity option. Life annuities and Payment Certain annuities are available under this Contract. A Life form of annuity is one payable at least during the lifetime of the person (referred to as the "Annuitant") for whom it was purchased. Depending on the existence and nature of any payment payable after the death of the Annuitant, a Life annuity will be either a Life-Payment Certain or a Life-Contingent annuity. A Payment Certain form of annuity may be payable for a period less than the lifetime of the Annuitant. The terms of payment for each form of annuity are described below.

Life-Payment Certain Annuity:

Monthly payments are payable throughout the Annuitant's remaining lifetime. If the Annuitant dies before the number of annuity payments made equals the number of Payments Certain, monthly annuity payments will continue to be made to the Annuitant's Beneficiary until the total number of Payments Certain is reached. The number of Payments Certain is established when the annuity is purchased and may be 60, 120, 180, 240, or any other number accepted by Prudential.

Life-Contingent Annuity:

Monthly payments are payable throughout the Annuitant's remaining lifetime. If the Annuitant dies before the death of the Contingent Annuitant, monthly payments will continue to the Contingent Annuitant throughout the Contingent Annuitant's remaining lifetime. The amount of each monthly Contingent Annuity payment will be a percentage of the monthly annuity payment payable before the Annuitant's death. The percentage is established when the annuity is purchased and may be 33 1/3%, 50%, 66 2/3%, or 100%, or any other percentage we accept.

Payment Certain Annuity:

Monthly payments are payable until the total number of Payments Certain specified when the annuity was purchased has been paid. The number of payments may be 60, 120, 180, 240 or any other number we accept. If the Annuitant dies before the Beneficiary, monthly annuity payments will continue to be made to the Beneficiary until the number of payments specified by the Annuitant has been made.

Other forms of annuity payments may be provided with the consent of Prudential.

Annuity Purchase Rates

Prudential has established certain rates for buying annuities. An illustration appears on page 4 of this Certificate.

The annuity purchase rates used under this Contract will be no less favorable to a Participant than those used under other Prudential group annuity contracts of this class.

ANNUITY SCHEDULES

^E[Monthly amount of annuity purchased per \$10,000 of your account, after deduction of any taxes on annuity premiums that may apply.

Payment Certain Annuity (120 Payments Certain)

Monthly Amount

If the date the annuity is purchased is in:

<u>Age</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2015</u>
60	\$33.09	\$32.96	\$32.83	\$32.57
65	37.56	37.40	37.23	36.90
70	43.25	43.03	42.82	42.41

Life - Contingent Annuity

Monthly Amount

If Annuitant and Contingent Annuitant have same date of birth.

If the date the annuity is purchased is in:

<u>Age</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2015</u>
If specified percentage to Contingent Annuitant is 100%:				
60	\$28.55	\$28.46	28.36	28.18
65	31.87	31.75	31.62	31.37
70	36.32	36.15	35.98	35.64

If specified percentage to Contingent Annuitant is 50%:

60	30.77	30.65	30.54	30.32
65	34.76	34.61	34.46	34.16
70	40.09	39.88	39.68	39.28]

Payment Certain Annuity

^E [Monthly Amount

If the date the annuity is purchased is in:

<u>Number of Payments Certain</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2015</u>
60	\$160.49	\$160.49	\$160.49	\$160.49
120	84.21	84.21	84.21	84.21
180	58.87	58.87	58.87	58.87]

Amounts of annuity for other ages of the Annuitant or Contingent Annuitant will be provided upon request.

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 Project Name/Number: ALC-403-GIA-ASP/ALC-403-GIA-ASP

Supporting Document Schedules

	Item Status:	Status Date:
Satisfied - Item: Flesch Certification Comments: Certification and Readability certification are attached. Attachments: Readability Certification.pdf Arkansas_Certification.pdf		
Bypassed - Item: Application Bypass Reason: Not required for this filing. Comments:		
Bypassed - Item: Life & Annuity - Acturial Memo Bypass Reason: Not required for this filing. Comments:		
Satisfied - Item: Memorandum of Variability Comments: Memorandum of Variability is attached Attachment: MOV ALC-403-GIA-ASP.pdf		
Satisfied - Item: Actuarial Memorandum		

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Comments:

Attached.

Attachment:

Actuarial Memorandum.pdf

READABILITY CERTIFICATION

Name of Company: The Prudential Insurance Company of America

This is to certify that the enclosed form(s) achieve(s) a minimum score of 40, or higher, on the Flesch reading ease test.

Form Number(s): ALC-403-GIA-ASP

Officer's Signature:



Officer's Name: Daniel T. Arcure

Officer's Title: Second Vice President

Date: 12/8/11

Arkansas

PRUDENTIAL INSURANCE COMPANY OF AMERICA

CERTIFICATION

We certify that in our judgment the following policy forms which are included in the filing are in compliance with Regulation 19, Regulation 49, and ACA 23-79-138 as well as all applicable requirements of the Department.

ALC-403-GIA-ASP

Daniel T. Arcure

Digitally signed by Daniel T. Arcure
DN: cn=Daniel T. Arcure, c=US, o=Prudential
Retirement, ou=Prudential Retirement Contracts,
email=daniel.arcure@prudential.com
Date: 2011.12.02 13:40:11 -05'00'

Daniel T. Arcure
Second Vice President

December 2, 2011

Date

MEMORANDUM OF VARIABILITY

Nature and Scope of changes in portions of Active Life Certificate Form

ALC-403-GIA-ASP

The bracketed areas of the Form are designed to accommodate variability. Page numbers, section numbers and references to section numbers may be modified to properly align the final printed document. Punctuation may be corrected or added to clarify provisions, but not to change their meaning. The Form, when issued, may vary in format and Company logo.

- A Allows for changes in Contractholder information. The brackets allow us to accommodate a successor trustee and/or changes in Contractholder name, and to include the actual contract number and effective date once the contract is issued.
- B When the contract is issued, the charge will be a specified amount not to exceed 10%.
- C Reports will be provided to certificate-holders no more often than quarterly, but no less often than annually.
- D When the contract is issued, the time period will be a specified number of days between 30 and 120.
- E Any change to the annuity purchase rates will be made in accordance with the terms of the contract.